



Wiley Rein & Fielding LLP

ORIGINAL

DOCKET FILE COPY ORIGINAL

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

December 15, 2006

VIA HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Chin Kyung Yoo
202.719.3581
cyoo@wrf.com

FILED/ACCEPTED

DEC 15 2006

Federal Communications Commission
Office of the Secretary

Re: IB Docket No. 06-225

Dear Ms. Dortch:

Enclosed for filing please find an original and five (5) copies of the application of Telenor ASA ("Telenor") to Inceptum 1 AS ("Inceptum") to transfer control of Telenor Satellite Services, Inc. from Telenor to Inceptum. Telenor Satellite Services, Inc. has two pending applications for international section 214 authority.

Because the International Bureau Filing System will not permit the electronic submission of this application, Telenor and Inceptum are filing the application in paper format, per the recommendation of, and in accordance with a waiver from, the International Bureau.

Please contact the undersigned with any questions.

Respectfully submitted,

Nancy J. Victory
Chin Kyung Yoo

Counsel for Telenor ASA

No. of Copies rec'd 046
List A B C D E

Yoo, Chin K.

From: James Ball [James.Ball@fcc.gov]
Sent: Thursday, December 14, 2006 6:57 PM
To: Yoo, Chin K.
Cc: David Krech; Joann Ekblad; Cara Grayer; Mikelle Morra; Victory, Nancy
Subject: Re: Request for Waiver - Telenor ASA/ Inceptum 1 AS Application to Transfer Control of Telenor Satellite Services, Inc.

Per this e-mail, your request for a waiver is granted.

Sent from my BlackBerry Wireless Handheld

----- Original Message -----

From: Yoo, Chin K. <CYoo@wrf.com>
To: James Ball
Cc: David Krech; Joann Ekblad; Cara Grayer; Mikelle Morra; Victory, Nancy
<nvictory@wrf.com>
Sent: Thu Dec 14 18:20:48 2006
Subject: Request for Waiver - Telenor ASA/ Inceptum 1 AS Application to Transfer Control of Telenor Satellite Services, Inc.

Dear Mr. Ball,

Per the request of the International Bureau, Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") are filing an application for the transfer of control from Telenor to Inceptum of Telenor's wholly-owned subsidiary, Telenor Satellite Services, Inc. ("TSSI"), which has two pending applications for international section 214 authority. Because TSSI's 214 applications have not yet been granted, the International Bureau Filing System will not allow the submission of the transfer of control application. Therefore, per the recommendation of David Krech and Joann Ekblad, Telenor and Inceptum are requesting a waiver of Section 63.24(h) to permit the filing of this application in paper form with the Secretary's office. We respectfully request action on this waiver as soon as possible so that the parties can move forward with the submission of the application. Thank you very much for your time and attention.

Respectfully submitted,

Chin Kyung Yoo
Counsel for Telenor ASA

NOTICE: This message (including any attachments) from Wiley Rein & Fielding LLP may constitute an attorney-client communication and may contain information that is PRIVILEGED and CONFIDENTIAL and/or ATTORNEY WORK PRODUCT. If you are not an intended recipient, you are hereby notified that any dissemination of this message is strictly prohibited. If you have received this message in error, please do not read, copy or forward this message. Please permanently delete all copies and any attachments and notify the sender immediately by reply email or by calling our Administrative Office at 202.719.7201. Thank You.

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
214 T/C from Telenor ASA to Inceptum 1 AS (00558, 00559)

1. Legal Name of Applicant

Name:	Telenor Satellite Services, Inc.	Phone Number:	301-838-7807
DBA Name:		Fax Number:	301-838-7752
Street:	1101 Wootton Parkway	E-Mail:	robert.swanson@telenor-usa.com
	10th Floor		
City:	Rockville	State:	MD
Country:	USA	Zipcode:	20852 -
Attention:	Robert W. Swanson		

2. Name of Contact Representative

Name:	Nancy J. Victory	Phone Number:	202-719-7344
Company:	Wiley Rein & Fielding LLP	Fax Number:	202-719-7049
Street:	1776 K Street NW	E-Mail:	nvictory@wrf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT	File Number: IT	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C214200612130 0558	C214200612130 0559						

5. Name of Section 214 Authorization Holder

Name:	Telenor Satellite Services, Inc.	Phone Number:	301-838-7807
DBA Name:		Fax Number:	301-838-7752
Street:	1101 Wootton Parkway	E-Mail:	robert.swanson@telenor-usa.com
	10th Floor		
City:	Rockville	State:	MD
Country:	USA	Zipcode:	20852
Attention:	Robert W. Swanson		

6. Name of Assignor / Transferor

Name:	Telenor ASA	Phone Number:	47 810 77 000
DBA Name:	TELENOR ASA	Fax Number:	47 6789 2432
Street:	Snaroyveien 30, N-1331 Fornebu	E-Mail:	
City:		State:	
Country:	NOR	Zipcode:	-
Attention:	Pal Wien Espen		

7. Name of Assignee / Transferee

Name:	Inceptum 1 AS	Phone Number:	33 1 53 65 01 29
DBA Name:		Fax Number:	
Street:	Dronning Mauds gate 11 0201 Oslo	E-Mail:	
City:		State:	
Country:	NOR	Zipcode:	-
Attention:	Bertrand Pivin		

8a. Is a **fee** submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You **must** file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Request for consent to transfer control of Telenor Satellite Services,
Inc. from Telenor ASA to Inceptum 1 AS.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does **any** entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Telenor ASA	29. Printed Name of Assignee / Transferee Inceptum 1 AS
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Chairman of the Board of Directors
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Pal Wien Espen	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Bertrand Pivin
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember -- You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") (together "Applicants" or "Parties"), hereby request Commission consent pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, to the transfer of control to Inceptum of Telenor Satellite Services AS ("TSS") and its wholly owned subsidiaries. On October 25, 2006, Telenor and Inceptum entered into a Share Purchase Agreement pursuant to which Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of four indirect wholly-owned TSS subsidiaries that hold authorizations issued pursuant to Section 214 of the Act¹ to provide international telecommunications services or have applications pending for such authority: Telenor Satellite, Inc., Marlink, Inc., GMPCS Personal Communications, Inc., and Telenor Satellite Services, Inc. (collectively, the "TSS Subsidiaries"). The Parties, the proposed transaction and its public interest benefits are described in more detail in the Consolidated Application for Consent to Transfer of Control and Petition for Declaratory Ruling, an amended copy of which is attached as Exhibit A.

Answer to Question 10:

Correspondence concerning this Application should be addressed to:

For Inceptum:

Peter Rohrbach
Karis Hastings
Hogan & Hartson L.L.P.
555 13th Street N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: PARohrbach@hhlaw.com
KAHastings@hhlaw.com

With a copy to:

Geoffrey Leland
Dominique Parent
Apax Partners S.A.

¹ Telenor Satellite, Inc. also holds fixed and mobile earth station licenses, experimental authorizations, and a business radio license. The Parties are concurrently filing applications seeking Commission consent to the transfer of control of these licenses.

45 avenue Kléber
75784 Paris Cedex 16
France
Phone: 00 33 1 53 65 01 40
E-mail: geoffrey.leland@apax.fr
dominique.parent@apax.fr

For Telenor, TSS and the TSS Subsidiaries:

Nancy J. Victory
Chin Yoo
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
Phone: (202) 719-7344
Fax: (202) 719-7049
E-mail: NVictory@wrf.com
CYoo@wrf.com

With copies to:

Pål Wien Espen
Telenor ASA
Snarøyveien 30, 1331 Fornebu
Norway
Phone: +47 810 77 000
Fax: +47 6789 2432
E-mail: pwe@telenor.com

and

Robert W. Swanson
Telenor Satellite Services Holdings, Inc.
1101 Wootton Parkway, 10th Floor
Rockville, MD 20852
Phone: (301) 838-7807
Fax: (301) 838-7752
E-mail: robert.swanson@telenor-usa.com

In addition to the authorizations identified in response to Question 4 of the Commission's electronic form, the TSS Subsidiaries hold the following Section 214 authorizations:²

Telenor Satellite, Inc. holds the following Section 214 authorizations as granted by the Commission and listed in Appendix A to the Order and Authorization of December 18, 2001:

ITC-86-087
ITC-86-149
ITC-87-027
ITC-87-111
ITC-88-084
ITC-89-076
ITC-90-129
ITC-89-119
ITC-92-030, ITC-92-031
ITC-90-085
ITC-90-133
ITC-92-063
ITC-91-228
ITC-92-076
ITC-92-075
ITC-91-088; ITC-91-089 214; ITC-91-022; ITC-91-186; ITC-91-139; ITC-91-228; ITC-92-030, 031, 032
ITC-94-016
ITC-94-025
ITC-94-077
ITC-214-19960501-00176 (ITC-96-278)
CC Docket 87-75
SES-MS-19990331-02474
SAT-ITC-20000605-00103; ITC-97-222; ITC-214-19970414-000206
ITC-94-063
ITC-95-422
ITC-93-266

Telenor Satellite Services, Inc. has filed the following applications for authority pursuant to Section 214:

² A complete list of the international Section 214 authorizations held by the TSS Subsidiaries is also set forth in Attachment 1 to Exhibit A under the heading "Section 214 Authorizations." Inceptum does not hold any authorizations pursuant to Section 214.

File No. ITC-214-20061213-00558 (global facilities-based and resale authority and authority for satellite services)

File No. ITC-214-20061213-00559 (BGAN and existing and evolved services using Inmarsat 4 satellites)

Answer to Question 11:

The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly control a ten percent or greater interest in Inceptum at the time the proposed transaction is consummated. More detailed information regarding the ownership and control of Inceptum is provided in Attachment 2 to Exhibit A.

Name of Beneficial Owner:	Luxembourg Holdco 2 (to be formed and named)
Business Type:	Holding Company
Address:	This entity has not yet been created.
Citizenship:	Luxembourg
Percentage of Ownership:	100% direct ownership of Inceptum

Name of Beneficial Owner:	Luxembourg Holdco 1 (to be formed and named)
Business Type:	Holding Company
Address:	This entity has not yet been created.
Citizenship:	Luxembourg
Percentage of Ownership:	100% indirect ownership of Inceptum

Name of Beneficial Owner:	Apax France VI FCPR
Business Type:	Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	72% indirect ownership of Inceptum. The managing entities and individuals of Apax France VI FCPR collectively have investment commitments of 1.64% of the total Apax France VI investment commitments. No single investor in Apax France VI FCPR has made investment commitments equal to or greater than 10% of the total commitments.

Name of Beneficial Owner:	Apax Partners, S.A.
Business Type:	Investment Fund Manager
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	100% control of Apax France VI FCPR Apax Partners, S.A. is the Manager of Apax France VI FCPR.

Name of Beneficial Owner:	MMG SAS
Business Type:	Holding Company
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	54.48% ownership of Apax Partners, S.A.

Name of Beneficial Owner:	Apax Partners SNC
Business Type:	Holding Company
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	62.25% ownership of MMG SAS

Name of Beneficial Owner:	Amboise Investissement SCA
Business Type:	Investment Fund, Société en Commandite par Actions (Limited Partnership with shares)
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	20% indirect ownership of Inceptum. No investor in Amboise Investissement SCA has an indirect interest of 10% or greater in Inceptum.

Name of Beneficial Owner:	Société Européenne Iéna SAS
Business Type:	General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	Co-100% control of Amboise Investissement SCA. Société Européenne Iéna SAS is a general partner of Amboise Investissement SCA.

Name of Beneficial Owner:	Apax Partners et Compagnie Gérance II S.A.S.
Business Type:	Managing General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	Co-100% control of Amboise Investissement SCA. Apax Partners et Compagnie Gérance II S.A.S. is the Managing General Partner of Amboise Investissement SCA

Name of Beneficial Owner:	Apax Partners & Cie Gérance SA
Business Type:	Managing General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	99.96% ownership of Apax Partners et Compagnie Gérance II S.A.S., which is the Managing General Partner of Amboise Investissement SCA

Name of Beneficial Owner:	Maurice Tchénio
Business Type:	Individual
Address:	52 Boulevard Maillot 92200 Neuilly sur Seine France
Citizenship:	France
Percentage of Ownership:	20.6% (direct and indirect) interest in Apax Partners S.A., 79.9% (direct and indirect) interest in Apax Partners et Compagnie Gérance II, and 96% interest in Société Européenne Iéna SAS

Name of Beneficial Owner:	Romain Tchénio
Business Type:	Individual
Address:	52 Boulevard Maillot 92200 Neuilly sur Seine France
Citizenship:	France
Percentage of Ownership:	33.87% (direct and indirect) interest in Apax Partners S.A.

Name of Beneficial Owner:	Patrick De Giovanni
Business Type:	Individual
Address:	11 Sente du Bois des Dames 92420 Vaucresson France
Citizenship:	France
Percentage of Ownership:	11% interest in Apax Partners, S.A.

Name of Beneficial Owner:	Edgard Misrahi
Business Type:	Individual
Address:	3 Rue Maspero 75116 Paris France
Citizenship:	France
Percentage of Ownership:	15% interest in Apax Partners, S.A.

Name of Beneficial Owner:	Laurent Ganem
Business Type:	Individual
Address:	3 Bis Rue des Beaux-Arts 75006 Paris France
Citizenship:	France
Percentage of Ownership:	10% interest in Apax Partners, S.A.

Answer to Question 13:

Inceptum and Telenor have entered into a Share Purchase Agreement pursuant to which Inceptum will acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of the four indirect wholly-owned TSS subsidiaries that hold authorizations issued pursuant to Section 214 of the Act to provide international telecommunications services or have applications pending for such authority: Telenor Satellite, Inc., Marlink, Inc., GMPCS Personal Communications, Inc., and Telenor Satellite Services, Inc. Additional information regarding the proposed transaction is provided in Section II of Exhibit A.

Answer to Question 14:

Upon consummation of the transaction that is the subject of this Application, Inceptum's United States operating subsidiaries will have affiliations with the foreign carriers within the meaning of sections 63.09(d) and (e) of the Commission's rules that operate in the following countries: Martinique, Guadeloupe, French Guyana, Reunion, France and Algeria.

Answer to Question 15:

Inceptum certifies that it is under common control with the following foreign carriers :

Carrier Name	Countries of Operation	Market Power
Outremer Télécom	Martinique, Guadeloupe, French Guyana, Reunion	No
France Telecom Mobile Satellite Communications Services, S.A.	France and Algeria	No

Answer to Question 16:

The foreign carriers with which Inceptum is affiliated lack market power in the countries in which they operate. Neither carrier is included in the Commission's most recent "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA 04-1584, May 28, 2004. In addition, each of Inceptum's foreign carrier affiliates lacks 50 percent market share in the international transport, intercity services, and local access markets on the foreign end of the U.S.-foreign route.

Answer to Question 20:

This international Section 214 Application qualifies for streamlined processing pursuant to Section 63.12. Although Inceptum will be affiliated with the foreign carriers identified above, each of those foreign carrier affiliates is presumed to be non-dominant pursuant to section 63.10(a)(3) of the Commission's rules because it "lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route." The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Telenor ASA, *Transferor*,

and

Inceptum 1 AS, *Transferee*

Consolidated Application for Consent to Transfer of
Control and Petition for Declaratory Ruling

IB Docket No. 06-225

FCC File Nos. _____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL
AND PETITION FOR DECLARATORY RULING (*CORRECTED*)**

Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") (together "Applicants" or "Parties"), hereby request Commission consent to the transfer of control to Inceptum of Telenor Satellite Services AS ("TSS") and its indirect wholly owned FCC-authorized subsidiaries. On October 25, 2006, Telenor and Inceptum entered into a Share Purchase Agreement ("SPA") pursuant to which Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of Commission licenses and authorizations held by four indirect wholly-owned TSS subsidiaries. Specifically, Telenor Satellite Inc. ("Telenor Satellite") holds international Section 214 authorizations, fixed and mobile earth station licenses, experimental authorizations, and a business radio license; GMPCS Personal Communications, Inc. ("GMPCS") and Marlink, Inc. ("Marlink") hold international Section 214 authorizations; and Telenor Satellite Services, Inc. ("TSSI") has applications pending for international Section 214 authorizations. Telenor Satellite, GMPCS, Marlink, and TSSI are collectively referred to herein as the "TSS Subsidiaries."

The Parties also petition the Commission for a declaratory ruling that continued indirect foreign investment of up to one hundred percent (100%) in the TSS Subsidiaries is in the public interest under Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 310(b)(4).

As explained further below, grant of the requested consent to transfer of control and declaratory ruling will serve the public interest. The acquisition of TSS by Inceptum will enhance the ability of TSS and its subsidiaries to continue to compete in the market for fixed and mobile satellite services. The transaction will not adversely affect competition in any telecommunications market. Inceptum is owned and controlled by WTO-member country investors. Inceptum has committed to comply fully with the existing national security agreement and implementation plan between TSS and agencies of the United States Government. The Parties request that the Commission process this application promptly to permit them to close the transaction and allow Inceptum to implement its plans to enhance TSS operations.

This narrative is being filed to accompany applications requesting approval of the transfer of control to Inceptum of the following authorizations held by the TSS Subsidiaries:

- (1) Eighteen (18) fixed land earth station licenses held by Telenor Satellite;
- (2) Five (5) blanket mobile earth station licenses held by Telenor Satellite;
- (3) One (1) private land mobile license held by Telenor Satellite;
- (4) Three (3) experimental licenses held by Telenor Satellite;
- (5) Twenty-eight (28) international Section 214 authorizations held by Telenor Satellite;
- (6) One (1) international Section 214 authorization held by Marlink; and
- (7) One (1) international Section 214 authorization held by GMPCS.

In addition, the parties have submitted an application requesting the approval of the transfer of control to Inceptum of TSSI, which has pending two (2) applications for international Section 214 authority.¹

I. DESCRIPTION OF THE PARTIES

A. The Telenor Parties

Telenor ASA, the transferor, is a Norwegian company that provides mobile communications services worldwide as well as wireline and broadcast services in the Nordic region. Shares of Telenor are traded on the Oslo and NASDAQ exchanges. The government of Norway is the single largest Telenor shareholder, with a 53.99% interest in the company.

TSS is a Norwegian entity wholly owned by Telenor that was established in 2001, when Telenor acquired Comsat Mobile Communications.² TSS and its subsidiaries offer: (i) fixed satellite services targeting the stationary communications solutions market; (ii) mobile satellite services targeting the aeronautical, maritime and land-based mobile markets with movable or portable communications requirements; and (iii) semi-fixed or hybrid solutions combining fixed and mobile satellite services. TSS services are used worldwide by maritime fleets, emergency response teams, government and military units, news gathering organizations, natural resource exploration companies, enterprise businesses, and airlines.

¹ Applications seeking the transfer of control of licenses and authorizations held by Telenor Satellite, GMPCS and Marlink were filed on Nov. 29, 2006. An application seeking the transfer of control of TSSI's applications for international Section 214 authorizations was filed on Dec. 15, 2006.

² See *Lockheed Martin Global Telecommunications, Comsat Corp., and Comsat General Corp., Assignor, and Telenor Satellite Mobile Services, Inc. and Telenor Satellite, Inc., Assignee, Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 16 FCC Rcd 22897 (2001) ("Telenor-Comsat Mobile Order").